▪ ROSEWOOD STONE GROUP ▪

July 3, 1991

Kelly Teevan, Director
Point Foundation
27 Gate Five Road
Sausalito, California

Re: Acquisition of shares of Whole Earth Lectronic Link

Dear Kelly:

This is to confirm various understandings regarding the acquisition by Rosewood Stone Group, Inc. of 50% of the shares of the WELL.

We all have felt that it is in the best interests of the WELL for the Board to continue with its present composition; however, if one vacancy should occur on the Board due to the resignation of a director prior to the expiration of his term, we have agreed that Rosewood Stone will have the opportunity of selecting a replacement for such director. Of course, such replacement must be reasonably acceptable to Point.

To clarify Paragraph 6.02 of our Stock Purchase Agreement, Rosewood Stone Group will nominate Bruce Katz as its Board representative.

Accepted:

POINT FOUNDATION

By Kelly Ann Teevan
Executive Director

Sincerely,

Claudia Stroud
President

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